

MINTZ LEVIN
COHN FERRIS
GLOVSKY AND
POPEO PC

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Boston
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Reston
New Haven

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RECEIVED

MAR 27 2003

PUBLIC SERVICE
COMMISSION

Robert E. Stup, Jr.

Direct dial 202 661 8711

March 26, 2003

VIA FEDERAL EXPRESS

Mr. Tom Dorman
Executive Director
Public Service Commission of Kentucky
730 Schenkel Lane
Frankfort, Kentucky 40602

05167700
0510

Re: Notice of Intent to Provide Interexchange Telecommunications Services

Dear Mr. Dorman:

C III Communications Operations, LLC ("C III Ops") hereby provides the Kentucky Public Service Commission ("Commission") notice of its intent to provide interexchange telecommunications services both on a facilities-based and resale basis in the Commonwealth of Kentucky and states as follows:

- (1) The Company's name and address is:

C III Communications Operations, LLC
701 Pennsylvania Avenue, N.W., Suite 900
Attn: Robert E. Stup, Jr.
Washington, D.C. 20004-2608

- (2) The Applicant's articles of organization and application for certificate of authority to do business in Kentucky are attached as Exhibit A.
- (3) The Applicant's contact person for regulatory issues is Robert E. Stup, Counsel for C III Ops. He may be contacted at:

Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.
701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

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telephone number: (202) 661-8711

facsimile number: (202) 434-7400

The Applicant's contact person for customer complaints is

Robert E. Stup, Jr.

Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.

701 Pennsylvania Avenue, N.W.

Washington, D.C. 20004

telephone number: (202) 661-8711

facsimile number: (202) 434-7400

Any inquiries regarding this application should be directed to C III Ops' attorney, whose contact information is as follows:

Robert E. Stup, Jr.

Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.

701 Pennsylvania Avenue, N.W.

Washington, D.C. 20004

telephone number: (202) 661-8711

facsimile number: (202) 434-7400

- (4) C III Ops has not provided or collected for intrastate service in Kentucky prior to filing this notice of intent.
- (5) C III Ops will not provide operator assisted service to traffic aggregators in Kentucky.

The Applicant has attached, as Exhibit B, its proposed tariff for the provision of interexchange telecommunications service in Kentucky.

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

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Attached hereto please find an affidavit from C III Ops' representative attesting to the statements made in this notice. If you have any questions concerning the Applicant's notice of intent or its proposed tariffs, please contact me at the address or telephone number listed above.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "R. Stup, Jr.", with a stylized flourish at the end.

Robert E. Stup, Jr.
Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.
701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Counsel for C III Communications Operations, LLC

Enclosures

AFFIDAVIT

STATE OF MARYLAND)

COUNTY OF HOWARD)

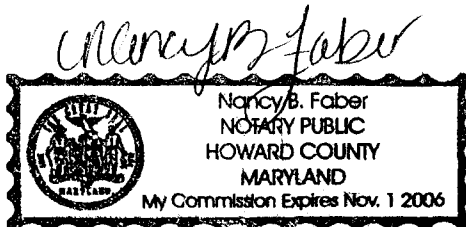
) ss
)

I, Kim Larsen, declare under penalty of perjury that I am Secretary of C III Communications, LLC and C III Communications Operations, LLC; that I have read the foregoing and any attachments and know the contents thereof; that the same are true to the best of my knowledge, except as to the matters that are therein stated on information or belief, and as to those matters I believe them to be true.

By: 

Kim Larsen

Subscribed and sworn to before me
this 24th day of March, 2003



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As part of the Agreement, C III Ops would purchase the trade name "Broadwing," and would continue to provide service under that name. Customer invoices would continue to be issued in the same format in which they were issued prior to the transaction. The only change on the invoice would be that the name "Broadwing Communications, LLC" would appear on the invoices in place of Broadwing-CSI and Broadwing-TI. The Broadwing logo would still appear on all the invoices. In addition, there would not be a change in the customers' presubscribed interexchange carrier because C III Ops would also acquire Broadwing-CSI's and Broadwing-TI's Carrier Identification Codes ("CICs"). As a result, the local exchange carriers would not be required to make any changes to their customers' Presubscribed Interexchange Carrier ("PIC") Codes--thus avoiding the possibility of any mistakes or delays associated with having to initiate a PIC change for a customer.

Furthermore, C III Ops proposes to adopt Broadwing-CSI's and Broadwing-TI's currently effective tariffs. Accordingly, the proposed transaction would not result in any change in the terms, conditions and price of service to Broadwing-CSI and Broadwing-TI customers that would be transferred to C III Ops. Finally, there would not be any changes in customer service personnel, telephone numbers, website addresses, account managers, etc. As a result, customers would continue to receive the best possible service and would continue to be able to contact their service provider in the same way they always have. In addition, the regulatory contacts for interfacing with Commission staff would remain the same. In short, while the proposed transaction is an asset sale, it would be virtually seamless and transparent to the current customers because there would be no change in the name of the providing carrier, no substantial change in the format or appearance of the customers' bills, no change in the terms, conditions and price of service, no change in customer service, and no reprogramming of the LEC networks.

The financial, managerial and technical qualifications of C III Ops would also be greatly enhanced by the proposed transaction. Corvis and Cequel III plan to invest substantial capital to purchase the assets of Broadwing-CSI and Broadwing-TI. Combined, Corvis and Cequel III would pay approximately \$129 million in cash and have every incentive to ensure the financial success of C III Ops. Towards that end, Corvis has committed to making a working capital infusion of up to \$50 million, as needed, upon the closing of the proposed transaction. This would provide C III Ops with additional financial resources in case of any unforeseen operating deficits or to further expand services. Corvis has the financial resources necessary to contribute the \$50 million in working capital and is otherwise qualified to be the controlling owner of a provider of competitive telecommunications services in Kentucky.

In short, if the financial resources of Corvis were combined with the operations of Broadwing-CSI and Broadwing-TI, the financial qualifications of the resulting business would be greatly improved. C III Ops would be better positioned than Broadwing-CSI or Broadwing-TI to continue to provide and expand service offerings to their Kentucky customers. In addition, the proposed transaction would enhance C III Ops' technical ability to operate, maintain and expand its service offerings in the State of Kentucky because all of the technical personnel,

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including the Chief Technology Officer, network engineers and field technicians employed by Broadwing-CSI would be transferred to C III Ops.⁵ Likewise, the proposed transaction would enhance C III Ops' managerial qualifications because Broadwing-CSI's core management team would be transferred to C III Ops.

III. Waiver Request

The Parties also hereby request a waiver, to the extent necessary, of the Commission's antislamming rules with respect to the customers that would be transferred pursuant to the Agreement. The Parties will also comply with all applicable FCC and Commission rules, regulations and procedures requiring customer notice of the proposed transaction. Attached hereto is a copy of the notice to be sent to all affected customers. The notice will be sent to customers at least 30 days prior to the closing of the proposed transaction.

It is the Parties' understanding that prior Commission approval is not required for the transaction described above. In the event, however, that the Commission determines approval is required, please consider this letter a request for expedited approval so that the Parties may complete this transaction as soon as practicable. Absent written notice to the contrary within 30 days of the date of this letter, the Parties will assume no further action is required and will consummate the transaction as planned.

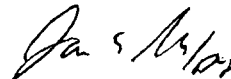
Respectfully submitted,



Robert E. Stup, Jr.
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Counsel for the C III Companies

Enclosures



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Washington, DC 20036
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(202) 429-8743 – Facsimile
jmagee@mageelawfirm.com

Counsel for the Broadwing
Companies

⁵ As stated above, the employees employed by C III Communications Employees, Inc. All references herein transferring employees to C III Ops shall mean C III Communications Employees, Inc.



Broadwing Telecommunications, Inc.

C III Communications Operations, LLC (soon to be Broadwing Communications, LLC)

Date _____

Dear Long Distance Service Customer:

We are pleased to inform you that C III Communications Operations, LLC ("C III") is acquiring all the assets of Broadwing Telecommunications Inc., your current long distance service provider. Please rest assured that the acquisition will not affect the quality of your service and you do not need to do anything to continue your service. As of [date], C III will become your long distance carrier and Broadwing Telecommunications will cease providing long distance services. After the transfer, services will continue to be provided and billed to you under the Broadwing name. **In fact, after obtaining all of the necessary regulatory approvals, C III will change its name to Broadwing Communications, LLC (the "New Broadwing").**

The New Broadwing will continue to be run in the same manner and there will be no significant change in the services you enjoy. All of your calls will continue to be carried on the Broadwing network -- *The World's First Beautiful Networksm*. As a customer of the New Broadwing, you will continue to receive all the features, current rates and terms and conditions of service that you enjoy today. Consistent with current regulatory requirements, you will receive written notice in accordance with applicable state and federal law prior to any future changes in your terms and conditions of service. We are committed to making this transition as seamless as possible. You should not notice any change except the new invoices may include a new mailing address for payments. All customer service numbers and personnel will remain the same.

If you are satisfied with your current service and would like to remain in the Broadwing network, simply do nothing. If you do not select a new long distance provider before [date], all customers receiving this notice will have their long distance service transferred to the New Broadwing regardless of whether the account has a preferred carrier freeze. To ensure that your preferred carrier freeze remains in effect after the transfer, we encourage you to contact your local carrier after [date] to arrange a new preferred carrier freeze.

All customer service questions, before and after the transfer, can still be directed to (800) 422-1199. If you have any questions about the transfer please do not hesitate to call us or visit our website at _____.

We appreciate your business and looks forward to serving you in the years ahead.